

EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

Name of foundation LAKESIDE FOUNDATION		A Employer identification number 94-6066229
Number and street (or P.O. box number if mail is not delivered to street address) 3697 MT. DIABLO BLVD, SUITE 205	Room/suite	B Telephone number (925) 284-8634
City or town, state or province, country, and ZIP or foreign postal code LAFAYETTE, CA 94549		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 58,147,993.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		126,648.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		32,125.	32,125.		STATEMENT 1
4 Dividends and interest from securities		1,119,117.	1,119,117.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,104,508.			
b Gross sales price for all assets on line 6a	9,906,295.				
7 Capital gain net income (from Part IV, line 2)			1,104,508.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		93,001.	93,001.		STATEMENT 3
12 Total. Add lines 1 through 11		2,475,399.	2,348,751.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 4	760.	760.		0.
b Accounting fees	STMT 5	90,000.	45,000.		0.
c Other professional fees	STMT 6	15,304.	15,304.		0.
17 Interest					
18 Taxes	STMT 7	61,762.	17,637.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 8	63,806.	63,806.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		231,632.	142,507.		0.
25 Contributions, gifts, grants paid		1,929,000.			1,929,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,160,632.	142,507.		1,929,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		314,767.			
b Net investment income (if negative, enter -0-)			2,206,244.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	825,111.	1,167,636.	1,167,636.
	3 Accounts receivable ▶ 126,648.			
	Less: allowance for doubtful accounts ▶	114,549.	126,648.	126,648.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	34,602.	24,477.	24,477.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	30,158,898.	31,464,252.	39,221,909.
	c Investments - corporate bonds STMT 11	14,952,195.	16,381,413.	16,503,854.
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	3,056,511.	1,103,469.	1,103,469.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	49,141,866.	50,267,895.	58,147,993.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	49,141,866.	50,267,895.	
	30 Total net assets or fund balances	49,141,866.	50,267,895.	
	31 Total liabilities and net assets/fund balances	49,141,866.	50,267,895.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	49,141,866.
2 Enter amount from Part I, line 27a	2	314,767.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	3	811,262.
4 Add lines 1, 2, and 3	4	50,267,895.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,267,895.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 9,906,295.		8,801,787.	1,104,508.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,104,508.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,104,508.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	2,581,474.	52,397,975.	.049267
2015	2,735,264.	54,577,425.	.050117
2014	2,712,649.	54,047,062.	.050190
2013	2,344,559.	50,847,437.	.046110
2012	2,306,114.	48,467,297.	.047581

2 Total of line 1, column (d)	2	.243265
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048653
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	55,464,848.
5 Multiply line 4 by line 3	5	2,698,531.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,062.
7 Add lines 5 and 6	7	2,720,593.
8 Enter qualifying distributions from Part XII, line 4	8	1,929,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	44,125.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	44,125.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	44,125.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	68,602.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	68,602.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,477.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 24,477. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>TREASURER</u> Telephone no. ► <u>(925) 284-8634</u> Located at ► <u>3697 MT. DIABLO BOULEVARD, SUITE 205, LAFAYETTE,</u> ZIP+4 ► <u>94549</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b	X
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	SEE STATEMENT 15 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

SEE STATEMENT 14

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
LAKESIDE CORPORATION - 3697 MT. DIABLO BLVD, SUITE 205, LAFAYETTE, CA 94549	ACCOUNTING/TAX PREPARATION	90,000.
BESSEMER TRUST - 101 CALIFORNIA STREET, SAN FRANCISCO, CA 94111-5828	INVESTMENT MANAGEMENT	15,303.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	53,507,501.
b	Average of monthly cash balances	1b	1,927,948.
c	Fair market value of all other assets	1c	874,041.
d	Total (add lines 1a, b, and c)	1d	56,309,490.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	56,309,490.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	844,642.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,464,848.
6	Minimum investment return. Enter 5% of line 5	6	2,773,242.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,773,242.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	44,125.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	44,125.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,729,117.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,729,117.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,729,117.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,929,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,929,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,929,000.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,729,117.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			872,094.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 1,929,000.				
a Applied to 2016, but not more than line 2a			872,094.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				1,056,906.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				1,672,211.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section ..
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

- [illegible]

- (4) Gross investment income**

Form **990-PF** (2017)

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	N/A	PUBLIC CHARITY	SEE ATTACHED STATEMENT	1,929,000.
Total			3a	1,929,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

6/25/18
Date

TREASURER

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

ANNE F. MACDONALD

06/21/18

P00359548

Firm's name ► **FRANK, RIMERMAN & CO. LLP**

Firm's EIN ► 94-0922040

Firm's address ► 1801 PAGE MILL ROAD
PALO ALTO, CA 94304

Phone no. (650) 845-8100

LAKE'SIDE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BERNSTEIN - SEE ATTACHED	P		
b BERNSTEIN - SEE ATTACHED	P		
c BESSEMER - SEE ATTACHED	P		
d BESSEMER - SEE ATTACHED	P		
e BESSEMER - CLASS ACTION PROCEEDS	P		
f BRCP REIT I LLC WRITE-OFF	P		
g ROCKWOOD FUND V	P		
h ROCKWOOD FUND VI	P		
i BERNSTEIN EMERGING MARKETS	P		
j BERNSTEIN EMERGING MARKETS	P		
k BERNSTEIN - CAP GAIN DISTRIBUTIONS	P		
l BESSEMER - CAP GAIN DISTRIBUTIONS	P		
m NON BERNSTEIN/BESSEMER LITIGATION SETTLEMENTS	P		
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,384,221.		1,512,750.	-128,529.
b 5,988,167.		4,761,491.	1,226,676.
c 910,120.		907,497.	2,623.
d 1,328,822.		1,249,739.	79,083.
e 1,686.			1,686.
f		106,133.	-106,133.
g		18.	-18.
h		264,159.	-264,159.
i 15,057.			15,057.
j 31,570.			31,570.
k 121,202.			121,202.
l 112,833.			112,833.
m 12,617.			12,617.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-128,529.
b			1,226,676.
c			2,623.
d			79,083.
e			1,686.
f			-106,133.
g			-18.
h			-264,159.
i			15,057.
j			31,570.
k			121,202.
l			112,833.
m			12,617.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,104,508.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

Employer identification number

LAKESIDE FOUNDATION**94-6066229**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

LAKESIDE FOUNDATION**94-6066229****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAURA P BECHTEL CHARITABLE UNITRUST I 3697 MT DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 94549	\$ 126,648.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

94-6066229

[illegible]

Name of organization LAKESIDE FOUNDATION	Employer identification number 94-6066229
--	---

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Lakeside Foundation
Form 990-PF
ID # 94-6066229
2017

COMPENSATION OF OFFICERS AND DIRECTORS

<u>Name</u>	<u>Address</u>	<u>Title & Position</u>	<u>Compensation Time Devoted</u>
Laura D. Mateo	*	President & Director	**
Wesley D. Mateo	*	Vice President & Director	**
Andrew E. Zeisler	*	Treasurer & Secretary	**
Kenneth P. Mateo	*	Director	**
Gregory W. Mateo	*	Director	**
Meredith Mateo	*	Director	**

* 3697 Mt. Diablo Blvd., Suite 205, Lafayette, CA 94549

** All of the above officers and directors received no compensation, no benefits, and no expense account allowances, and devoted as much time as was necessary to the conduct of their respective positions.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BERNSTEIN #039-96816	13.	13.	
BERNSTEIN #888-28402	1,268.	1,268.	
BERNSTEIN EMERGING MARKETS	59.	59.	
BESSEMER #8M9103	549.	549.	
BESSEMER #8M9104	41,491.	41,491.	
BESSEMER - ACCRUED INTEREST	-5,313.	-5,313.	
BESSEMER - BOND AMORTIZATION	-8,263.	-8,263.	
BESSEMER - MARKET DISCOUNT	607.	607.	
BESSEMER - OID	1,458.	1,458.	
ROCKWOOD FUND VIII	225.	225.	
WELLS FARGO BANK	31.	31.	
TOTAL TO PART I, LINE 3	32,125.	32,125.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BERNSTEIN - DIVIDEND #039-96816	9,641.	0.	9,641.	9,641.	
BERNSTEIN - DIVIDEND #888-28402	1,010,496.	0.	1,010,496.	1,010,496.	
BERNSTEIN EMERGING MARKETS	42,758.	0.	42,758.	42,758.	
BESSEMER #8M9103	55,494.	0.	55,494.	55,494.	
ROCKWOOD FUND VI	47.	0.	47.	47.	
ROCKWOOD FUND VIII	681.	0.	681.	681.	
TO PART I, LINE 4	1,119,117.	0.	1,119,117.	1,119,117.	

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
BERNSTEIN FEES REFUND	49,603.	49,603.		
ROCKWOOD FUND V RENTAL REAL ESATE LOSS	220.	220.		
ROCKWOOD FUND VI RENTAL REAL ESATE LOSS	661.	661.		
OTHER INCOME FROM K-1'S	64,437.	64,437.		
ROCKWOOD FUND V - SECTION 1231 LOSS	-21,508.	-21,508.		
ROCKWOOD FUND VI - SECTION 1231 LOSS	-412.	-412.		
TOTAL TO FORM 990-PF, PART I, LINE 11	93,001.	93,001.		

FORM 990-PF	LEGAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	760.	760.		0.
TO FM 990-PF, PG 1, LN 16A	760.	760.		0.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION/ACCOUNTING FEES	90,000.	45,000.		0.
TO FORM 990-PF, PG 1, LN 16B	90,000.	45,000.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	15,304.	15,304.		0.
TO FORM 990-PF, PG 1, LN 16C	15,304.	15,304.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	44,125.	0.		0.
FOREIGN TAXES - BERNSTEIN	9,411.	9,411.		0.
FOREIGN TAXES - BESSEMER	203.	203.		0.
FOREIGN TAXES - FROM K-1S	8,023.	8,023.		0.
TO FORM 990-PF, PG 1, LN 18	61,762.	17,637.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC EXPENSES	160.	160.		0.
PORTFOLIO DEDUCTIONS FROM FLOW THROUGH INVESTMENTS	63,646.	63,646.		0.
TO FORM 990-PF, PG 1, LN 23	63,806.	63,806.		0.

FOOTNOTES			STATEMENT 9
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FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SEE STATEMENT	31,464,252.	39,221,909.
TOTAL TO FORM 990-PF, PART II, LINE 10B	31,464,252.	39,221,909.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STATEMENT	16,381,413.	16,503,854.
TOTAL TO FORM 990-PF, PART II, LINE 10C	16,381,413.	16,503,854.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROCKWOOD CAPITAL REAL ESTATE FUND VI, LLC	COST	7,516.	7,516.
BCRP REIT, LLC II	COST	124,173.	124,173.
ROCKWOOD CAPITAL REAL ESTATE FUND VII, LLC	COST	342,410.	342,410.
ROCKWOOD CAPITAL REAL ESTATE FUND VIII, LLC	COST	63,881.	63,881.
BERNSTEIN EMERGING MARKETS VALUE TRUST	COST	565,489.	565,489.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,103,469.	1,103,469.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LAURA D. MATEO 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
WESLEY D. MATEO 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	VP & DIRECTOR 0.00	0.	0.	0.
KENNETH P. MATEO 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	DIRECTOR 0.00	0.	0.	0.
ANDREW E. ZEISLER 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	TREASURER/SECRETARY 0.00	0.	0.	0.
GREGORY W. MATEO 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	DIRECTOR 0.00	0.	0.	0.
MEREDITH MATEO 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

OFFICERS, DIRECTORS, TRUSTEES AND
FOUNDATION MANAGERS COMPENSATION EXPLANATION
PART VIII, LINE 1

STATEMENT 14

PERSON'S NAME

ALL FOUNDATION OFFICERS

COMPENSATION EXPLANATION

ALL FOUNDATION OFFICERS VOLUNTEER THEIR TIME ON AN AS NEEDED BASIS AS IT
RELATES TO FOUNDATION MATTERS AND CHOOSE NOT TO BE COMPENSATED FOR THEIR
SERVICES.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

BELLEVUE FOUNDATION

GRANTEE'S ADDRESS

25 HIGHLAND PARK VILLAGE, STE 100-862
DALLAS, TX 75205

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
1,278,244.	12/31/15	1,278,244.

PURPOSE OF GRANT

CAPITAL ENDOWMENT GRANT

DATES OF REPORTS BY GRANTEE

ANNUAL

ANY DIVERSION BY GRANTEE

NO KNOWLEDGE OF DIVERSION OF FUNDS

RESULTS OF VERIFICATION

THE GRANTEE WILL PROVIDE THE GRANTOR FOUNDATION WITH AN ANNUAL FINANCIAL STATEMENT (INCLUDING BALANCE SHEET AND INCOME STATEMENT). THE GRANTEE ORGANIZATION WILL ALSO PROVIDE REPORTING OF ITS ONGOING CHARITABLE EFFORTS TO THE MANAGEMENT TEAM OF THE GRANTOR FOUNDATION.

GRANTEE'S NAME

BELLEVUE FOUNDATION

GRANTEE'S ADDRESS

25 HIGHLAND PARK VILLAGE, STE 100-862
DALLAS, TX 75205

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
51,461,747.	01/01/16	3,761,379.

PURPOSE OF GRANT

CAPITAL ENDOWMENT GRANT

DATES OF REPORTS BY GRANTEE

ANNUAL

ANY DIVERSION BY GRANTEE

NO KNOWLEDGE OF DIVERSION OF FUNDS

RESULTS OF VERIFICATION

THE GRANTEE WILL PROVIDE THE GRANTOR FOUNDATION WITH AN ANNUAL FINANCIAL STATEMENT (INCLUDING BALANCE SHEET AND INCOME STATEMENT). THE GRANTEE ORGANIZATION WILL ALSO PROVIDE REPORTING OF ITS ONGOING CHARITABLE EFFORTS TO THE MANAGEMENT TEAM OF THE GRANTOR FOUNDATION.

GENERAL EXPLANATION

STATEMENT 16

FORM/LINE IDENTIFIER

PART VII-B 1A(3) AND (4) AND SCHEDULE B EXPLANATIONS

EXPLANATION:

SUPPORTING STATEMENT TO PART VII-B 1A(3)
THE FOUNDATION RECEIVES FREE RENT.

SUPPORTING STATEMENT TO PART VII-B 1A(4)
IRC SECTION 4941(D)(2)(E) REG 53.494(D)-3(C)(2) EX

THE LAKESIDE FOUNDATION DID NOT PROVIDE ANY GOODS OR
SERVICES IN WHOLE OR IN PART, FOR ANY PROPERTY CONTRIBUTED
AND DESCRIBED HEREIN ON SCHEDULE B.

KESIDE FOUNDATION

Contributions Summary

For the Year Ended December 31, 2017

STATEMENT A

94-96066229

Organization Name	Public Charity	Purpose	Location	Amount
A Place to Be	Yes	General Fund	Middleburg, VA	12,500
American Enterprise Institute	Yes	General Fund	Washington, D.C.	10,000
American Red Cross	Yes	Hurricane & Fire Disaster	Boone, IA	100,000
American University of Beirut	Yes	General Fund	New York, NY	2,500
Aquarium of the Pacific	Yes	General Fund	Long Beach, CA	5,000
Aquarium of the Pacific	Yes	Pacific Visions Project	Long Beach, CA	250,000
ARCS Foundation of Northern California	Yes	General Fund	San Francisco, CA	5,000
ARCS Foundation, San Diego	Yes	General Fund	Rancho Santa Fe, CA	5,000
ASYMCA, Camp Pendleton	Yes	General Fund	Camp Pendleton, CA	20,000
ASYMCA, San Diego	Yes	General Fund	San Diego, CA	5,000
ASYMCA, Twentynine Palms	Yes	General Fund	Twentynine Palms, CA	7,500
Better Health East Bay	Yes	General Fund	Berkeley, CA	10,000
Big Brothers Big Sisters, San Diego	Yes	General Fund	San Diego, CA	2,500
Boy Scouts - Knox Trail Council	Yes	General Fund	Frammingham, MA	5,000
Boy Scouts - Piedmont Council	Yes	General Fund	Piedmont, CA	5,000
Boy Scouts of S.F. Bay Area Council	Yes	General Fund	San Leandro, CA	10,000
Buffalo Area Therapeutic Riding	Yes	General Fund	Buffalo, NY	5,000
California Academy of Sciences	Yes	Lakeside Fellows Prgm	San Francisco, CA	175,000
Canine Companions for Independence	Yes	PTSD building project	Santa Rosa, CA	250,000
Canine Companions for Independence	Yes	General Fund	Santa Rosa, CA	10,000
Carmel Mission	Yes	General Fund	Carmel, CA	5,000
Center for Strategic & International Studies	Yes	General Fund	Washington, D C	25,000
Charleston Area Therapeutic Riding	Yes	General Fund	Johns Island, SC	5,000
Children's Fairyland	Yes	General Fund	Oakland, CA	1,000
Clausen House	Yes	General Fund	Oakland, CA	5,000
Dana-Farber Cancer Institute	Yes	General Fund	Boston, MA	2,500
Daughters of Charity	Yes	General Fund	Los Angeles, CA	50,000
East Bay Zoological Society	Yes	General Fund	Oakland, CA	25,000
Eastside College Preparatory	Yes	General Fund	Palo Alto, CA	29,000
George Mark Children's House	Yes	General Fund	San Leandro, CA	2,500
Guide Dogs for the Blind	Yes	General Fund	San Rafael, CA	2,500
Habitat For Humanity International	Yes	General Fund	Americus, GA	2,500
Head-Royce School	Yes	General Fund	Oakland, CA	5,000
Hire Heroes USA	Yes	General Fund	Alpharetta, GA	1,000
Homes for Our Troops	Yes	General Fund	Taunton, MA	5,000
Hoover Institution	Yes	General Fund	Stanford, CA	60,000
Hope Services	Yes	General Fund	San Jose, CA	5,000
Horsepower	Yes	Facility in High Point	Colfax, NC	5,000
Injured Marine Semper Fi Fund	Yes	General Fund	Oceanside, CA	25,000
Jackson Laboratory	Yes	General Fund	Bar Harbor, ME	5,000
Jackson Orthopaedic Foundation	Yes	General Fund	Oakland, CA	12,500
John Muir Health Foundation	Yes	General Fund	Walnut Creek, CA	5,000
Joyful Horse Project	Yes	General Fund	The Hills, TX	5,000
Junior Achievement of No. California	Yes	General Fund	Walnut Creek, CA	25,000
Liberty's Kitchen	Yes	General Fund	New Orleans, LA	5,000
Lindsay Wildlife Museum	Yes	General Fund	Walnut Creek, CA	1,000
Marine Corps Heritage Foundation	Yes	General Fund	Dumfries, VA	10,000
Memorial Sloan Kettering Cancer Center	Yes	General Fund	New York, NY	25,000
Monterey Bay Aquarium	Yes	General Fund	Monterey, CA	50,000
Museum of Science (Boston)	Yes	General Fund	Boston, MA	10,000
Navy-Marine Corps Relief Society	Yes	General Fund	Arlington, VA	25,000
NEADS Foundation	Yes	General Fund	Princeton, MA	5,000
NC Veterinary Medical Foundation	Yes	General Fund	Raleigh, NC	2,500
Palomar Family YMCA	Yes	Adult Sports Programs	Escondido, CA	5,000
Pearson Fdn of Hawaii	Yes	General Fund	Honolulu, HI	1,000
St. Anthony's Church	Yes	General Fund	San Jose, CA	5,000
St. Anthony of Padua Church	Yes	General Fund	Kailua, HI	25,000
St. Sebastian's School	Yes	Annual Fund	Needham, MA	35,000
St. Vincent de Paul Free Dining Room Facility	Yes	General Fund	Oakland, CA	2,500
Salvation Army - San Diego	Yes	General Fund	San Diego, CA	5,000
Samuel Merritt University	Yes	General Fund	Oakland, CA	25,000
San Francisco Ballet	Yes	General Fund	San Francisco, CA	2,500

VESIDE FOUNDATION**Contributions Summary****For the Year Ended December 31, 2017****STATEMENT A****94-96066229**

<u>Organization Name</u>	<u>Public Charity</u>	<u>Purpose</u>	<u>Location</u>	<u>Amount</u>
Santa Clara County Sheriffs Advisory Board	Yes	General Fund	San Jose, CA	2,500
Scripps Health Foundation	Yes	General Fund	La Jolla, CA	25,000
Search Dog Foundation	Yes	General Fund	Santa Paula, CA	10,000
Shiley Eye Institute of San Diego	Yes	General Fund	La Jolla, CA	25,000
Sprint of America	Yes	General Fund	Arlington, VA	50,000
Strive for Change Foundation	Yes	General Fund	Oakland, CA	1,000
TERI Campus of Life	Yes	General Fund	Oceanside, CA	10,000
Therogenology Foundation	Yes	Veterinary Student Scholarships	Pike Road, AL	10,000
United Service Organization (USO)	Yes	General Fund	Washington, D C	10,000
United States Naval Academy Foundation	Yes	General Fund & Drama Program	Annapolis, MD	20,000
University of California - San Diego Health	Yes	General Fund	La Jolla, CA	25,000
Windy Hill Foundation	Yes	General Fund	Middleburg, VA	12,500
YMCA - Monterey	Yes	General Fund	Monterey, CA	5,000
Zoological Society of San Diego	Yes	General Fund	San Diego, CA	25,000
Zoological Society of San Diego	Yes	Australian Walkabout	San Diego, CA	250,000
				<u>1,929,000</u>